

Part 14

Dissolution

16-6a-1401 Dissolution by incorporators or directors if no members.

- (1) If a nonprofit corporation has no members, the following may authorize the dissolution of the nonprofit corporation:
 - (a) a majority of its directors; or
 - (b) if it has no directors, a majority of its incorporators.
- (2) The directors or incorporators in approving dissolution shall adopt a plan of dissolution indicating to whom the assets owned or held by the nonprofit corporation will be distributed after all creditors have been paid.

Enacted by Chapter 300, 2000 General Session

16-6a-1402 Dissolution by directors and members.

- (1) If a nonprofit corporation has members, dissolution of a nonprofit corporation may be authorized in the manner provided in Subsection (2).
- (2) For a proposal to dissolve the nonprofit corporation to be authorized:
 - (a) the board of directors shall adopt the proposal to dissolve;
 - (b) the board of directors shall:
 - (i) recommend the proposal to dissolve to the members; or
 - (ii)
 - (A) determine that because of a conflict of interest or other special circumstance, it should make no recommendation; and
 - (B) communicate the basis for its determination to the members; and
 - (c) the members entitled to vote on the proposal to dissolve shall approve the proposal to dissolve as provided in Subsection (5).
- (3) The board of directors may condition the effectiveness of the dissolution, and the members may condition their approval of the dissolution, on any basis.
- (4)
 - (a) The nonprofit corporation shall give notice, in accordance with Section 16-6a-704, to each member entitled to vote on the proposal of the members' meeting at which the proposal to dissolve will be voted on.
 - (b) The notice required by Subsection (4)(a) shall:
 - (i) state that the purpose, or one of the purposes, of the meeting is to consider the proposal to dissolve the nonprofit corporation; and
 - (ii) contain or be accompanied by a copy of the proposal or a summary of the proposal.
- (5) The proposal to dissolve shall be approved by the votes required by Sections 16-6a-714 and 16-6a-715 by every voting group entitled to vote on the proposal to dissolve unless a greater vote is required by:
 - (a) this chapter;
 - (b) the articles of incorporation;
 - (c) bylaws adopted by the members; or
 - (d) the board of directors acting pursuant to Subsection (3).
- (6) The plan of dissolution shall indicate to whom the assets owned or held by the nonprofit corporation will be distributed after all creditors have been paid.

Enacted by Chapter 300, 2000 General Session

16-6a-1403 Articles of dissolution.

- (1) At any time after dissolution is authorized, the nonprofit corporation may dissolve by delivering to the division for filing articles of dissolution setting forth:
 - (a) the name of the nonprofit corporation;
 - (b)
 - (i)
 - (A) the address of the nonprofit corporation's principal office; or
 - (B) if a principal office is not to be maintained, a statement that the nonprofit corporation will not maintain a principal office; and
 - (ii) if different from the address of the principal office or if no principal office is to be maintained, the address to which service of process may be mailed pursuant to Section 16-6a-1409;
 - (c) the date dissolution was authorized;
 - (d) if dissolution was authorized by the directors or the incorporators pursuant to Section 16-6a-1401, a statement to that effect;
 - (e) if dissolution was approved by the members pursuant to Section 16-6a-1402, a statement that the number of votes cast for the proposal to dissolve by each voting group entitled to vote separately on the proposal was sufficient for approval by that voting group; and
 - (f) any additional information as the division determines is necessary or appropriate.
- (2) A nonprofit corporation is dissolved upon the effective date of its articles of dissolution.
- (3) Articles of dissolution need not be filed by a nonprofit corporation that is dissolved pursuant to Section 16-6a-1418.

Enacted by Chapter 300, 2000 General Session

16-6a-1404 Revocation of dissolution.

- (1) A nonprofit corporation may revoke its dissolution within 120 days after the effective date of the dissolution.
- (2)
 - (a) Except as provided in Subsection (2)(b), revocation of dissolution shall be authorized in the same manner as the dissolution was authorized.
 - (b) The board of directors may revoke the dissolution without member action if:
 - (i) the dissolution is authorized pursuant to Section 16-6a-1402; and
 - (ii) the authorization permitted revocation by action of the board of directors alone.
- (3)
 - (a) After the revocation of dissolution is authorized, the nonprofit corporation may revoke the dissolution by delivering to the division for filing, within 120 days after the effective date of dissolution:
 - (i) articles of revocation of dissolution; and
 - (ii) a copy of its articles of dissolution.
 - (b) The articles of revocation of dissolution shall set forth:
 - (i) the name of the nonprofit corporation;
 - (ii) the effective date of the dissolution that was revoked;
 - (iii) the date that the revocation of dissolution was authorized;
 - (iv) if, pursuant to Subsection (2), the directors or the incorporators revoked a dissolution authorized under Section 16-6a-1401, a statement that the revocation of dissolution was authorized by the directors or the incorporators, as the case may be;

- (v) if, pursuant to Subsection (2), the directors revoked a dissolution approved by the members, a statement that the revocation was permitted by action of the directors pursuant to that approval; and
 - (vi) if the revocation of dissolution was approved pursuant to Subsection (2) by the members, a statement that the number of votes cast for revocation of dissolution by each voting group entitled to vote separately on the proposal to dissolve was sufficient for approval by that voting group.
- (4)
- (a) Revocation of dissolution is effective as provided in Subsection 16-6a-108(1).
 - (b) A delayed effective date may not be specified pursuant to Subsection 16-6a-108(2).
- (5) When the revocation of dissolution is effective:
- (a) the revocation relates back to and takes effect as of the effective date of the dissolution; and
 - (b) the nonprofit corporation may carry on its activities and use its corporate name as if dissolution had never occurred.

Enacted by Chapter 300, 2000 General Session

16-6a-1405 Effect of dissolution.

- (1) A dissolved nonprofit corporation continues its corporate existence but may not carry on any activities except as is appropriate to wind up and liquidate its affairs, including:
- (a) collecting its assets;
 - (b) returning, transferring, or conveying assets held by the nonprofit corporation upon a condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, in accordance with the condition;
 - (c) transferring, subject to any contractual or legal requirements, its assets as provided in or authorized by its articles of incorporation or bylaws;
 - (d) discharging or making provision for discharging its liabilities; and
 - (e) doing every other act necessary to wind up and liquidate its assets and affairs.
- (2) Dissolution of a nonprofit corporation does not:
- (a) transfer title to the nonprofit corporation's property including title to water rights, water conveyance facilities, or other assets of a nonprofit corporation organized to divert or distribute water to its members;
 - (b) subject its directors or officers to standards of conduct different from those prescribed in this chapter;
 - (c) change quorum or voting requirements for its board of directors or members;
 - (d) change provisions for selection, resignation, or removal of its directors or officers, or both;
 - (e) change provisions for amending its bylaws or its articles of incorporation;
 - (f) prevent commencement of a proceeding by or against the nonprofit corporation in its corporate name; or
 - (g) abate or suspend a proceeding pending by or against the nonprofit corporation on the effective date of dissolution.
- (3) Nothing in this section may be applied in a manner inconsistent with a court's power of judicial dissolution exercised in accordance with Section 16-6a-1414 or 16-6a-1415.

Amended by Chapter 240, 2015 General Session

16-6a-1406 Disposition of known claims by notification.

- (1) A dissolved nonprofit corporation may dispose of the known claims against it by following the procedures described in this section.
- (2) A dissolved nonprofit corporation electing to dispose of known claims pursuant to this section may give written notice of the dissolution to known claimants at any time after the effective date of the dissolution. The written notice shall:
 - (a) describe the information that shall be included in a claim;
 - (b) provide an address to which written notice of any claim shall be given to the nonprofit corporation;
 - (c) state the deadline by which the dissolved nonprofit corporation shall receive a claim, which may not be fewer than 120 days after the effective date of the notice; and
 - (d) state that unless sooner barred by any other state statute limiting actions, a claim will be barred if not received by the deadline stated in Subsection (2)(c).
- (3) Unless sooner barred by any other statute limiting actions, a claim against the dissolved nonprofit corporation is barred if:
 - (a)
 - (i) a claimant was given notice under Subsection (2); and
 - (ii) the claim is not received by the dissolved nonprofit corporation by the deadline stated in the notice; or
 - (b)
 - (i) the dissolved nonprofit corporation delivers to the claimant written notice of rejection of the claim within 90 days after receipt of the claim; and
 - (ii) the claimant whose claim was rejected by the dissolved nonprofit corporation does not commence a proceeding to enforce the claim within 90 days after the effective date of the rejection notice.
- (4) Claims that are not rejected by the dissolved nonprofit corporation in writing within 90 days after receipt of the claim by the dissolved nonprofit corporation shall be considered accepted.
- (5) The failure of the dissolved nonprofit corporation to give notice to any known claimant pursuant to Subsection (2) does not affect the disposition under this section of any claim held by any other known claimant.
- (6) For purposes of this section:
 - (a) "claim" does not include:
 - (i) a contingent liability; or
 - (ii) a claim based on an event occurring after the effective date of dissolution; and
 - (b) an action to enforce a claim includes:
 - (i) any civil action; and
 - (ii) any arbitration under any agreement for binding arbitration between the dissolved nonprofit corporation and the claimant.

Enacted by Chapter 300, 2000 General Session

16-6a-1407 Disposition of claims by publication.

- (1) A dissolved nonprofit corporation may publish notice of its dissolution and request that persons with claims against the nonprofit corporation present them in accordance with the notice.
- (2) The notice described in Subsection (1) shall:
 - (a) be published:
 - (i) one time in a newspaper of general circulation in:
 - (A) the county where:
 - (I) the dissolved nonprofit corporation's principal office is located; or

- (II) if the dissolved nonprofit corporation has no principal office in this state, its registered office is or was last located; or
 - (B) if neither Subsection (2)(a)(i)(A) or (B) apply, Salt Lake County; and
 - (ii) as required in Section 45-1-101;
 - (b) describe the information that shall be included in a claim;
 - (c) provide an address at which any claim shall be given to the nonprofit corporation; and
 - (d) state that unless sooner barred by any other statute limiting actions, a claim will be barred if an action to enforce the claim is not commenced within three years after publication of the notice.
- (3) If the dissolved nonprofit corporation publishes a newspaper or website notice in accordance with Subsection (2), then unless sooner barred under Section 16-6a-1406 or under any other statute limiting actions, the claim of any claimant against the dissolved nonprofit corporation is barred unless the claimant commences an action to enforce the claim against the dissolved nonprofit corporation within three years after the publication date of the notice.
- (4) For purposes of this section:
- (a) "claim" means any claim, including claims of this state, whether:
 - (i) known;
 - (ii) due or to become due;
 - (iii) absolute or contingent;
 - (iv) liquidated or unliquidated;
 - (v) founded on contract, tort, or other legal basis; or
 - (vi) otherwise; and
 - (b) an action to enforce a claim includes:
 - (i) any civil action; and
 - (ii) any arbitration under any agreement for binding arbitration between the dissolved nonprofit corporation and the claimant.

Amended by Chapter 388, 2009 General Session

16-6a-1408 Enforcement of claims against dissolved nonprofit corporation.

- (1) Subject to Subsection (2), a claim may be enforced under Section 16-6a-1406 or 16-6a-1407:
- (a) against the dissolved nonprofit corporation to the extent of its undistributed assets; and
 - (b) if assets have been distributed in liquidation, against any person, other than a creditor of the nonprofit corporation, to whom the nonprofit corporation distributed its property.
- (2) Notwithstanding Subsection (1), a distributee's total liability for all claims under this section may not exceed the total value of assets distributed to the distributee, as the value is determined at the time of distribution.
- (3)
- (a) A distributee required to return any portion of the value of assets received by the distributee in liquidation shall be entitled to contribution from all other distributees.
 - (b) Each contribution under Subsection (3)(a):
 - (i) shall be in accordance with the contributing distributee's rights and interests; and
 - (ii) may not exceed the value of the assets received by the contributing distributee in liquidation.

Enacted by Chapter 300, 2000 General Session

16-6a-1409 Service on dissolved nonprofit corporation.

- (1) A dissolved nonprofit corporation shall:

- (a) maintain a registered agent to accept service of process on its behalf; or
- (b) be considered to have authorized service of process on it by registered or certified mail, return receipt requested, to:
 - (i) the address of its principal office, if any:
 - (A) as set forth in its articles of dissolution; or
 - (B) as last changed by notice delivered to the division for filing; or
 - (ii) the address for service of process that:
 - (A) is stated in its articles of dissolution; or
 - (B) as last changed by notice delivered to the division for filing.
- (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:
 - (a) the date the dissolved nonprofit corporation receives the process, notice, or demand;
 - (b) the date shown on the return receipt, if signed on behalf of the dissolved nonprofit corporation; or
 - (c) five days after mailing.
- (3) Subsection (1) does not prescribe the only means, or necessarily the required means, of serving a dissolved nonprofit corporation.

Enacted by Chapter 300, 2000 General Session

16-6a-1410 Grounds for administrative dissolution.

The division may commence a proceeding under Section 16-6a-1411 for administrative dissolution of a nonprofit corporation if:

- (1) the nonprofit corporation does not pay when they are due any taxes, fees, or penalties imposed by this chapter or other applicable laws of this state;
- (2) the nonprofit corporation does not deliver its annual report to the division when it is due;
- (3) the nonprofit corporation is without a registered agent; or
- (4) the nonprofit corporation does not give notice to the division that:
 - (a) its registered agent has been changed;
 - (b) its registered agent has resigned; or
 - (c) the nonprofit corporation's period of duration stated in its articles of incorporation expires.

Amended by Chapter 364, 2008 General Session

16-6a-1411 Procedure for and effect of administrative dissolution.

- (1) If the division determines that one or more grounds exist under Section 16-6a-1410 for dissolving a nonprofit corporation, the division shall mail to the nonprofit corporation written notice of the determination, stating the one or more grounds for administrative dissolution.
- (2)
 - (a) If the nonprofit corporation does not correct each ground for dissolution, or demonstrate to the reasonable satisfaction of the division that each ground determined by the division does not exist, within 60 days after mailing of the notice contemplated in Subsection (1), the division shall administratively dissolve the nonprofit corporation.
 - (b) If a nonprofit corporation is dissolved under Subsection (2)(a), the division shall mail written notice of the administrative dissolution to the dissolved nonprofit corporation stating the date of dissolution specified in Subsection (2)(d).
 - (c) The division shall mail written notice of the administrative dissolution to:
 - (i) the last registered agent of the dissolved nonprofit corporation; or
 - (ii) if there is no registered agent of record, at least one officer of the nonprofit corporation.

- (d) A nonprofit corporation's date of dissolution is five days after the date the division mails written notice of dissolution under Subsection (2)(b).
- (3)
 - (a) Except as provided in Subsection (3)(b), a nonprofit corporation administratively dissolved continues its corporate existence, but may not carry on any activities except as is appropriate to:
 - (i) wind up and liquidate its affairs under Section 16-6a-1405; and
 - (ii) to give notice to claimants in the manner provided in Sections 16-6a-1406 and 16-6a-1407.
 - (b) If the nonprofit corporation is reinstated in accordance with Section 16-6a-1412, business conducted by the nonprofit corporation during a period of administrative dissolution is unaffected by the dissolution.
- (4) The administrative dissolution of a nonprofit corporation does not terminate the authority of its registered agent.
- (5) A notice mailed under this section shall be:
 - (a) mailed first class, postage prepaid; and
 - (b) addressed to the most current mailing address appearing on the records of the division for:
 - (i) the registered agent of the nonprofit corporation, if the notice is required to be mailed to the registered agent; or
 - (ii) the officer of the nonprofit corporation that is mailed the notice if the notice is required to be mailed to an officer of the nonprofit corporation.

Amended by Chapter 386, 2009 General Session

16-6a-1412 Reinstatement following administrative dissolution -- Reinstatement after voluntary dissolution.

- (1) A nonprofit corporation administratively dissolved under Section 16-6a-1411 may apply to the division for reinstatement within two years after the effective date of dissolution by delivering to the division for filing an application for reinstatement that states:
 - (a) the effective date of its administrative dissolution and its corporate name on the effective date of dissolution;
 - (b) that the ground or grounds for dissolution:
 - (i) did not exist; or
 - (ii) have been eliminated;
 - (c)
 - (i) the corporate name under which the nonprofit corporation is being reinstated; and
 - (ii) the corporate name that satisfies the requirements of Section 16-6a-401;
 - (d) that all taxes, fees, or penalties imposed pursuant to this chapter, otherwise owed by the nonprofit corporation to the State Tax Commission, or otherwise imposed by the applicable laws of this state have been paid;
 - (e) the address of its registered office;
 - (f) the name of its registered agent at the office stated in Subsection (1)(e); and
 - (g) the additional information as the division determines is necessary or appropriate.
- (2) The nonprofit corporation shall include in or with the application for reinstatement:
 - (a) the written consent to appointment by the designated registered agent; and
 - (b) a certificate from the State Tax Commission reciting that all taxes owed by the nonprofit corporation have been paid.
- (3)
 - (a) The division shall revoke the administrative dissolution if:

- (i) the division determines that the application for reinstatement contains the information required by Subsections (1) and (2); and
 - (ii) that the information is correct.
 - (b) The division shall mail written notice of the revocation to the nonprofit corporation in the manner provided in Subsection 16-6a-1411(5) stating the effective date of the dissolution.
- (4) When the reinstatement is effective:
- (a) the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution;
 - (b) the nonprofit corporation may carry on its activities, under the name stated pursuant to Subsection (1)(c), as if the administrative dissolution had never occurred; and
 - (c) an act of the nonprofit corporation during the period of dissolution is effective and enforceable as if the administrative dissolution had never occurred.
- (5)
- (a) The division may make rules for the reinstatement of a nonprofit corporation voluntarily dissolved.
 - (b) The rules made under Subsection (5)(a) shall be substantially similar to the requirements of this section for reinstatement of a nonprofit corporation that is administratively dissolved.

Amended by Chapter 386, 2009 General Session

16-6a-1413 Appeal from denial of reinstatement.

- (1) If the division denies a nonprofit corporation's application for reinstatement following administrative dissolution under Section 16-6a-1411, the division shall mail to the nonprofit corporation in the manner provided in Subsection 16-6a-1411(5) written notice:
 - (a) setting forth the reasons for denying the application; and
 - (b) stating that the nonprofit corporation has the right to appeal the division's determination to the executive director as provided in Subsection (2).
- (2) If the division denies a nonprofit corporation's application for reinstatement following administrative dissolution, in accordance with Title 63G, Chapter 4, Administrative Procedures Act, the following may appeal the denial to the executive director:
 - (a) the nonprofit corporation for which the reinstatement was requested; or
 - (b) the representative of the nonprofit corporation for which reinstatement was requested.

Amended by Chapter 386, 2009 General Session

16-6a-1414 Grounds for judicial dissolution.

- (1) A nonprofit corporation may be dissolved in a proceeding by the attorney general or the division director if it is established that:
 - (a) the nonprofit corporation obtained its articles of incorporation through fraud; or
 - (b) the nonprofit corporation has continued to exceed or abuse the authority conferred upon it by law.
- (2) A nonprofit corporation may be dissolved in a proceeding by a member or director if it is established that:
 - (a)
 - (i) the directors are deadlocked in the management of the corporate affairs;
 - (ii) the members, if any, are unable to break the deadlock; and
 - (iii) irreparable injury to the nonprofit corporation is threatened or being suffered;

- (b) the directors or those in control of the nonprofit corporation have acted, are acting, or will act in a manner that is illegal, oppressive, or fraudulent;
 - (c) the members are deadlocked in voting power and have failed, for a period that includes at least two consecutive annual meeting dates, to elect successors to directors whose terms have expired or would have expired upon the election of their successors; or
 - (d) the corporate assets are being misapplied or wasted.
- (3) A nonprofit corporation may be dissolved in a proceeding by a creditor if it is established that:
- (a)
 - (i) the creditor's claim has been reduced to judgment;
 - (ii) the execution on the judgment has been returned unsatisfied; and
 - (iii) the nonprofit corporation is insolvent; or
 - (b)
 - (i) the nonprofit corporation is insolvent; and
 - (ii) the nonprofit corporation has admitted in writing that the creditor's claim is due and owing.
- (4)
- (a) If a nonprofit corporation has been dissolved by voluntary or administrative action taken under this part:
 - (i) the nonprofit corporation may bring a proceeding to wind up and liquidate its business and affairs under judicial supervision in accordance with Section 16-6a-1405; and
 - (ii) the attorney general, a director, a member, or a creditor may bring a proceeding to wind up and liquidate the affairs of the nonprofit corporation under judicial supervision in accordance with Section 16-6a-1405, upon establishing the grounds set forth in Subsections (1) through (3).
 - (b) As used in Sections 16-6a-1415 through 16-6a-1417:
 - (i) a "judicial proceeding to dissolve the nonprofit corporation" includes a proceeding brought under this Subsection (4); and
 - (ii) a "decree of dissolution" includes an order of a court entered in a proceeding under this Subsection (4) that directs that the affairs of a nonprofit corporation shall be wound up and liquidated under judicial supervision.

Enacted by Chapter 300, 2000 General Session

16-6a-1415 Procedure for judicial dissolution.

- (1)
- (a) A proceeding by the attorney general or director of the division to dissolve a nonprofit corporation shall be brought in:
 - (i) the district court of the county in this state where the nonprofit corporation's principal office is located; or
 - (ii) if the nonprofit corporation has no principal office in this state, in the district court in and for Salt Lake County.
 - (b) A proceeding brought by a party that is not listed in Subsection (1)(a) but is named in Section 16-6a-1414 shall be brought in:
 - (i) the district court of the county in this state where the nonprofit corporation's principal office is located; or
 - (ii) if it has no principal office in this state, in the district court of Salt Lake County.
- (2) It is not necessary to make directors or members parties to a proceeding to dissolve a nonprofit corporation unless relief is sought against the directors or members individually.
- (3) A court in a proceeding brought to dissolve a nonprofit corporation may:

- (a) issue injunctions;
- (b) appoint a receiver or custodian pendente lite with all powers and duties the court directs; or
- (c) take other action required to preserve the corporate assets wherever located, and carry on the activities of the nonprofit corporation until a full hearing can be held.

Amended by Chapter 364, 2008 General Session

16-6a-1416 Receivership or custodianship.

- (1)
 - (a) A court in a judicial proceeding brought to dissolve a nonprofit corporation may appoint:
 - (i) one or more receivers to wind up and liquidate the affairs of the nonprofit corporation; or
 - (ii) one or more custodians to manage the affairs of the nonprofit corporation.
 - (b) Before appointing a receiver or custodian, the court shall hold a hearing, after giving notice to:
 - (i) all parties to the proceeding; and
 - (ii) any interested persons designated by the court.
 - (c) The court appointing a receiver or custodian has exclusive jurisdiction over the nonprofit corporation and all of its property, wherever located.
 - (d) The court may appoint as a receiver or custodian:
 - (i) an individual;
 - (ii) a domestic or foreign corporation authorized to conduct affairs in this state; or
 - (iii) a domestic or foreign nonprofit corporation authorized to conduct affairs in this state.
 - (e) The court may require the receiver or custodian to post bond, with or without sureties, in an amount specified by the court.
- (2) The court shall describe the powers and duties of the receiver or custodian in its appointing order that may be amended from time to time. Among other powers the receiver shall have the power to:
 - (a) dispose of all or any part of the property of the nonprofit corporation, wherever located:
 - (i) at a public or private sale; and
 - (ii) if authorized by the court; and
 - (b) sue and defend in the receiver's own name as receiver of the nonprofit corporation in all courts.
- (3) The custodian may exercise all of the powers of the nonprofit corporation, through or in place of its board of directors or officers, to the extent necessary to manage the affairs of the nonprofit corporation in the best interests of its members and creditors.
- (4) If doing so is in the best interests of the nonprofit corporation and its members and creditors, the court may:
 - (a) during a receivership, redesignate the receiver as a custodian; and
 - (b) during a custodianship, redesignate the custodian as a receiver.
- (5) The court from time to time during the receivership or custodianship may order compensation paid and expense disbursements or reimbursements made from the assets of the nonprofit corporation or proceeds from the sale of the assets to:
 - (a) the receiver;
 - (b) the custodian; or
 - (c) the receiver's or custodian's attorney.

Enacted by Chapter 300, 2000 General Session

16-6a-1417 Decree of dissolution.

- (1) If after a hearing the court determines that one or more grounds for judicial dissolution described in Section 16-6a-1414 exist:
 - (a) the court may enter a decree:
 - (i) dissolving the nonprofit corporation; and
 - (ii) specifying the effective date of the dissolution; and
 - (b) the clerk of the court shall deliver a certified copy of the decree to the division which shall file it accordingly.
- (2) After entering the decree of dissolution, the court shall direct:
 - (a) the winding up and liquidation of the nonprofit corporation's affairs in accordance with Section 16-6a-1405; and
 - (b) the giving of notice to:
 - (i)
 - (A) the nonprofit corporation's registered agent; or
 - (B) the division if it has no registered agent; and
 - (ii) to claimants in accordance with Sections 16-6a-1406 and 16-6a-1407.
- (3) The court's order or decision may be appealed as in other civil proceedings.

Enacted by Chapter 300, 2000 General Session

16-6a-1418 Dissolution upon expiration of period of duration.

- (1) A nonprofit corporation shall be dissolved upon and by reason of the expiration of its period of duration, if any, stated in its articles of incorporation.
- (2) For purposes of this section:
 - (a) a provision in the articles of incorporation is considered a provision for a period of duration if it is to the effect that the nonprofit corporation or its existence shall be terminated:
 - (i) at a specified date;
 - (ii) after a stated period of time;
 - (iii) upon a contingency; or
 - (iv) any event similar to those described in Subsections (2)(a)(i) through (iii); and
 - (b) the following shall be considered to be the expiration of the nonprofit corporation's period of duration:
 - (i) the occurrence of the specified date;
 - (ii) the expiration of the stated period of time;
 - (iii) the occurrence of the contingency; or
 - (iv) the satisfaction of the provision described in Subsection (2)(a)(iv).

Enacted by Chapter 300, 2000 General Session

16-6a-1419 Deposit with state treasurer.

Assets of a dissolved nonprofit corporation that are to be transferred to a creditor, claimant, or member of the nonprofit corporation shall be reduced to cash and deposited with the state treasurer in accordance with Title 67, Chapter 4a, Unclaimed Property Act, if the creditor, claimant, or member:

- (1) cannot be found; or
- (2) is not legally competent to receive the assets.

Amended by Chapter 378, 2010 General Session

